

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Mooncor Oil & Gas Corp. (the “**Issuer**”)
151 Randall Street, Suite 101
Oakville, Ontario
L6J 1P5

Item 2 Date of Material Change

April 1, 2014

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated on April 2, 2014 through Marketwired and filed on the system for electronic document analysis and retrieval (SEDAR).

Item 4 Summary of Material Change

The Issuer completed the purchase of 819,672 common shares in the capital of Pinetree Capital Ltd. (“**Pinetree**”), and the issuance of 10,000,000 common share units to Pinetree at a deemed price of \$0.05 per unit.

Item 5 Full Description of Material Change

The material change is fully described in the news release attached hereto.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, contact Mr. Allen Lone, Chief Executive Officer, at (905) 338-0220.

Item 9 Date of Report

April 2, 2014

MOONCOR

Oil & Gas

MOO: TSX Venture Exchange

April 2, 2014

MOONCOR COMPLETES SECURITIES PURCHASE AGREEMENT

Toronto, Ontario – Mooncor Oil & Gas Corp. (“**Mooncor**”) (TSXV: MOO) is pleased to announce that, further to its press release dated March 26, 2014, it has completed the purchase of 819,672 common shares (the “**Pinetree Shares**”) in the capital of Pinetree Capital Ltd. (“**Pinetree**”). Pursuant to a securities purchase agreement (the “**Agreement**”), Mooncor issued an aggregate of 10,000,000 units of Mooncor (“**Units**”) at a deemed price of \$0.05 per Unit, with each Unit comprised of one common share in the capital of Mooncor (a “**Mooncor Share**”) and one common share purchase warrant entitling the holder thereof to acquire one Mooncor Share at a price of \$0.10 per Mooncor Share until April 1, 2016 (24 months from the date of issuance). The Mooncor Shares issued to Pinetree are subject to a four (4) month hold period, which expires August 2, 2014.

For more information please contact: Allen Lone
Chief Executive Officer
Mooncor Oil & Gas Corp.
(905) 338-0220
atlone@marconintl.com

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although Mooncor believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Mooncor disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.